

RECORDATION NO.

27132-Q

FILED

AUG 08 '08 -10 25 AM

SURFACE TRANSPORTATION BOARD

ELIAS C ALVORD (1942)  
ELSWORTH C ALVORD (1964)

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OF COUNSEL  
URBAN A LESTER

August 8, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Bill of Sale and Assignment and Assumption Agreement, dated as of August 8, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Supplement (No. 8) to Loan, Chattel Mortgage and Security Agreement being filed with the Board under Rec. No. 27132-P.

The names and addresses of the parties to the enclosed document are:

Transferor: ARI Second LLC  
100 Clark Street, Suite 201  
St. Charles, Missouri 63301

Transferee: American Railcar Leasing LLC  
100 Clark Street, Suite 201  
St. Charles, Missouri 63301

Anne K. Quinlan, Esquire  
August 8, 2008  
Page Two

A description of the railroad equipment covered by the enclosed document is:

869 railcars within the series EAGX 27000 - EAGX 27073, SHPX 207950 - SHPX 209447 and SHPX 450352 - SHPX 464605 as more particularly set forth in the attachment to the document.

A short summary of the schedule to appear in the index follows:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

AUG 08 '08

-10 25 AM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Agreement") dated as of August 8, 2008, between ARI SECOND LLC, a Delaware limited liability company (the "Transferor"), and AMERICAN RAILCAR LEASING LLC, a Delaware limited liability company (the "Transferee").

**WHEREAS:** the Transferee and the Transferor desire to enter into this Agreement, in connection with the transfer of, among other things, the Equipment (as defined below), subject to the Leases (as defined below), from the Transferor to the Transferee; and

**WHEREAS:** the parties also desire to carry out the intent and purpose of the transfer of the Equipment by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases.

**NOW, THEREFORE,** in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The Transferor for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to the Transferee, all of the Transferor's right, title and interest in and to the special purpose railcars described on Schedule 1 hereto and made a part hereof, together with all accessories, equipment, parts and appurtenances appertaining or attached thereto (the "Equipment"). The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the items of Equipment, the Transferor will have, good and marketable, legal and beneficial title to the items of Equipment and good and lawful right to sell the items of Equipment and at the time of delivery, the items of Equipment will be free and clear of all liens, mortgage, deed of trust, pledge, claim, equity interest, participation agreement, security interest or other charge or encumbrance of any kind and interest of a vendor or a lessor under a conditional sale agreement, capital lease or title retention agreement (all of the foregoing "Liens") except the Liens being released contemporaneously with such delivery and transfer or Permitted Liens. The Transferor hereby covenants to defend title to the items of Equipment against demands of all persons or entities whomever based on claims originating prior to the delivery of the items of Equipment. For purposes of this Agreement, "Permitted Liens" means (a) Liens for taxes, assessments or governmental charges or levies which are not yet assessed or, if assessed, not yet due or contested in good faith by appropriate proceedings so long as such forfeiture or loss, of Equipment, (b) mechanics' materialmen's, suppliers', warehousemen's, operation of law in the ordinary course of business for which payment is not overdue or the payment of which is being contested in good faith by appropriate proceedings, so long as such forfeiture or loss, of Equipment, (c) Liens arising out of judgments or awards against the Transferor which are being contested in good faith by appropriate proceedings and with respect to which there shall have been secured a stay of execution pending such appeal or proceedings for review, so long as such

proceedings, in the reasonable judgment of the Transferor, do not involve any danger of sale, forfeiture or loss, of Equipment and (d) the rights of any user under any Lease to which an item of Equipment is then subject.

2. For purposes of this Agreement "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and, for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

3. Effective as of the date hereof, the Transferor hereby transfers, assigns, conveys, grants and sets over (collectively, "Transfer") to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this Transfer had not been made.

4. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, subject to the rights of lessees under the Leases, and the Transferee hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

5. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases and the equipment, as the case may be, to the Transferee.

6. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

7. This Agreement shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

8. This Agreement shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, without regard to the laws of the of conflict of laws

thereof (except for Section 5-1401 and Section 5-1402 of the New York General Obligations Law). THE BILL OF SALE CONTAINED IN THIS AGREEMENT IS DELIVERED BY THE TRANSFEROR TO THE TRANSFeree IN ST. CHARLES, MISSOURI.

10. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Any counterpart signature delivered by facsimile shall be equally effective as delivery of an originally executed counterpart.

[Signature Page Follows]

***IN WITNESS WHEREOF***, the parties hereto have caused this Assignment and Assumption Agreement to be duly executed in one or more counterparts as of the date first above written.

**TRANSFEROR**  
ARI SECOND LLC

By: American Railcar Leasing, LLC, Member

By: Umesh Choksi  
Name: Umesh Choksi  
Title: Chief Financial Officer

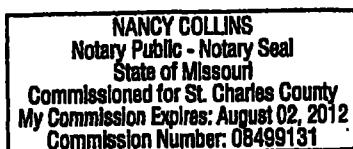
**TRANSFeree**  
AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi  
Name: Umesh Choksi  
Title: Chief Financial Officer

[Signature Page to the Bill of Sale and Assignment and Assumption Agreement]

STATE OF MISSOURI )  
                      )  
                      ) ss.:  
COUNTY OF ST. CHARLES     )

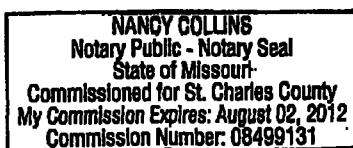
On this 7th day of August, 2008, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he is Chief Financial Officer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public

STATE OF MISSOURI     )  
                      )  
                      ) ss.:  
COUNTY OF ST. CHARLES     )

On this 7th day of August, 2008, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he is Chief Financial Officer of AMERICAN RAILCAR LEASING LLC, the sole member of ARI SECOND LLC; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public

**SCHEDULE 1**

Lessee Code	Contract	Reporting Mark	Car Number
1697	00050009	EAGX	27000
1697	00050009	EAGX	27001
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Lessee Code	Contract	Reporting Mark	Car Number
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1739	83260004	SHPX	209095
1739	83260004	SHPX	209096
1739	83260004	SHPX	209097
1739	83260004	SHPX	209098
1739	83260004	SHPX	209099
1739	83260004	SHPX	209100
1739	83260004	SHPX	209101
1739	83260004	SHPX	209102
1739	83260004	SHPX	209103
1739	83260004	SHPX	209104
1739	83260004	SHPX	209105
1739	83260004	SHPX	209106
1739	83260004	SHPX	209107
1739	83260004	SHPX	209108

Lessee Code	Contract	Reporting Mark	Car Number
1739	83260004	SHPX	209109
491	42070014	SHPX	209175
491	42070014	SHPX	209176
491	42070014	SHPX	209177
491	42070014	SHPX	209178
491	42070014	SHPX	209179
491	42070014	SHPX	209180
491	42070014	SHPX	209181
491	42070014	SHPX	209182
491	42070014	SHPX	209183
491	42070014	SHPX	209184
491	42070014	SHPX	209185
491	42070014	SHPX	209186
491	42070014	SHPX	209187
491	42070014	SHPX	209188
491	42070014	SHPX	209189
491	42070014	SHPX	209190
491	42070014	SHPX	209191
491	42070014	SHPX	209192
491	42070014	SHPX	209193
491	42070014	SHPX	209194
491	42070014	SHPX	209195
491	42070014	SHPX	209196
491	42070014	SHPX	209197
491	42070014	SHPX	209198
491	42070014	SHPX	209199
491	42070014	SHPX	209200
491	42070014	SHPX	209201
491	42070014	SHPX	209202
491	42070014	SHPX	209203
491	42070014	SHPX	209204
491	42070014	SHPX	209205
491	42070014	SHPX	209206
491	42070014	SHPX	209207
491	42070014	SHPX	209208
491	42070014	SHPX	209209
030	78820003	SHPX	209210
030	78820003	SHPX	209211
030	78820003	SHPX	209212
030	78820003	SHPX	209213
030	78820003	SHPX	209214
030	78820003	SHPX	209215
030	78820003	SHPX	209216
030	78820003	SHPX	209217
030	78820003	SHPX	209218
030	78820003	SHPX	209219
030	78820003	SHPX	209220
030	78820003	SHPX	209221
030	78820003	SHPX	209222
030	78820003	SHPX	209223
030	78820003	SHPX	209224
030	78820003	SHPX	209225
1747	63040031	SHPX	209226
1747	63040031	SHPX	209227
1747	63040031	SHPX	209228
1747	63040031	SHPX	209229
1747	63040031	SHPX	209230
1747	63040031	SHPX	209231
1747	63040031	SHPX	209232

Lessee Code	Contract	Reporting Mark	Car Number
1747	63040031	SHPX	209233
1747	63040031	SHPX	209234
1747	63040031	SHPX	209235
1747	63040031	SHPX	209236
1747	63040031	SHPX	209237
1747	63040031	SHPX	209238
1747	63040031	SHPX	209239
1747	63040031	SHPX	209240
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1747	63040031	SHPX	209245
1747	63040031	SHPX	209246
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1747	63040031	SHPX	209248
1747	63040031	SHPX	209249
1747	63040031	SHPX	209250
1747	63040031	SHPX	209251
1747	63040031	SHPX	209252
1747	63040031	SHPX	209253
1747	63040031	SHPX	209254
1747	63040031	SHPX	209255
1747	63040031	SHPX	209256
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1747	63040031	SHPX	209258
1747	63040031	SHPX	209259
1747	63040031	SHPX	209260
1747	63040031	SHPX	209261
1747	63040031	SHPX	209262
1747	63040031	SHPX	209263
1747	63040031	SHPX	209264
1747	63040031	SHPX	209265
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425	62530204	SHPX	209317
425	62530204	SHPX	209318
425	62530204	SHPX	209319
425	62530204	SHPX	209320
425	62530204	SHPX	209321
425	62530204	SHPX	209322
425	62530204	SHPX	209323
425	62530204	SHPX	209324
425	62530204	SHPX	209325
425	62530204	SHPX	209326
425	62530204	SHPX	209327
425	62530204	SHPX	209328
425	62530204	SHPX	209329
425	62530204	SHPX	209330
425	62530204	SHPX	209331
425	62530204	SHPX	209332
1024	42020014	SHPX	209333
1024	42020014	SHPX	209334
1024	42020014	SHPX	209335
1024	42020014	SHPX	209336
1024	42020014	SHPX	209337
1024	42020014	SHPX	209338
1024	42020014	SHPX	209339
1024	42020014	SHPX	209340
1024	42020014	SHPX	209341

Lessee Code	Contract	Reporting Mark	Car Number
1024	42020014	SHPX	209342
1024	42020014	SHPX	209343
1024	42020014	SHPX	209344
1024	42020014	SHPX	209345
1024	42020014	SHPX	209346
1024	42020014	SHPX	209347
1024	42020014	SHPX	209348
1024	42020014	SHPX	209349
1024	42020014	SHPX	209350
1024	42020014	SHPX	209351
1024	42020014	SHPX	209352
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1024	42020014	SHPX	209354
1024	42020014	SHPX	209355
1024	42020014	SHPX	209356
1024	42020014	SHPX	209357
1024	42020014	SHPX	209358
1024	42020014	SHPX	209359
1024	42020014	SHPX	209360
1024	42020014	SHPX	209361
1024	42020014	SHPX	209362
1024	42020014	SHPX	209363
1024	42020014	SHPX	209364
1024	42020014	SHPX	209365
1024	42020014	SHPX	209366
1024	42020014	SHPX	209367
1024	42020014	SHPX	209368
1024	42020014	SHPX	209369
1024	42020014	SHPX	209370
1024	42020014	SHPX	209371
1024	42020014	SHPX	209372
1024	42020014	SHPX	209373
1024	42020014	SHPX	209374
1024	42020014	SHPX	209375
1024	42020014	SHPX	209376
1024	42020014	SHPX	209377
1024	42020014	SHPX	209378
1024	42020014	SHPX	209379
1024	85430000	SHPX	209380
1024	42020014	SHPX	209381
1024	85430000	SHPX	209382
1534	82870008	SHPX	209418
1534	82870008	SHPX	209419
1534	82870008	SHPX	209420
1534	82870008	SHPX	209421
1534	82870008	SHPX	209422
1534	82870008	SHPX	209423
1534	82870008	SHPX	209424
1534	82870008	SHPX	209425
1534	82870008	SHPX	209426
1534	82870008	SHPX	209427
1534	82870008	SHPX	209428
1534	82870008	SHPX	209429
1534	82870008	SHPX	209430
1534	82870008	SHPX	209431
1534	82870008	SHPX	209432
1534	82870008	SHPX	209433
1534	82870008	SHPX	209434
1534	82870008	SHPX	209435

Lessee Code	Contract	Reporting Mark	Car Number
1534	82870008	SHPX	209436
1534	82870008	SHPX	209437
1534	82870008	SHPX	209438
1534	82870008	SHPX	209439
1534	82870008	SHPX	209440
1534	82870008	SHPX	209441
1534	82870008	SHPX	209442
1534	82870008	SHPX	209443
1534	82870008	SHPX	209444
1534	82870008	SHPX	209445
1534	82870008	SHPX	209446
1534	82870008	SHPX	209447
153	71140074	SHPX	450352
153	71140074	SHPX	450353
153	71140074	SHPX	450354
153	71140074	SHPX	450355
153	71140074	SHPX	450356
153	71140074	SHPX	450357
153	71140074	SHPX	450358
153	71140074	SHPX	450359
153	71140074	SHPX	450360
153	71140074	SHPX	450361
153	71140074	SHPX	450362
153	71140074	SHPX	450363
153	71140074	SHPX	450364
153	71140074	SHPX	450365
153	71140074	SHPX	450366
106	84230000	SHPX	450442
106	84230000	SHPX	450443
106	84230000	SHPX	450444
106	84230000	SHPX	450445
106	84230000	SHPX	450446
106	84230000	SHPX	450447
106	84230000	SHPX	450448
106	84230000	SHPX	450449
106	84230000	SHPX	450450
106	84230000	SHPX	450451
1707	81920002	SHPX	450476
1707	81920002	SHPX	450477
1707	81920002	SHPX	450478
1707	81920002	SHPX	450479
1707	81920002	SHPX	450480
1707	81920002	SHPX	450481
1707	81920002	SHPX	450482
1707	81920002	SHPX	450483
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1707	81920002	SHPX	450485
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1707	81920002	SHPX	450487
1707	81920002	SHPX	450488
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1707	81920002	SHPX	450491
1707	81920002	SHPX	450492
1707	81920002	SHPX	450493
1707	81920002	SHPX	450494
1707	81920002	SHPX	450495
1707	81920002	SHPX	450496
119	85020000	SHPX	450499

<b>Lessee Code</b>	<b>Contract</b>	<b>Reporting Mark</b>	<b>Car Number</b>
119	85020000	SHPX	450500
119	85020000	SHPX	450501
119	85020000	SHPX	450502
119	85020000	SHPX	450503
119	85020000	SHPX	450504
119	85020000	SHPX	450505
119	85020000	SHPX	450506
119	85020000	SHPX	450507
119	85020000	SHPX	450508
119	85020000	SHPX	450509
119	85020000	SHPX	450510
119	85020000	SHPX	450511
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119	85030000	SHPX	450530
119	85030000	SHPX	450531
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119	85030000	SHPX	450540
119	85030000	SHPX	450541
119	85030000	SHPX	450542
119	85030000	SHPX	450543
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119	85030000	SHPX	450546
119	85030000	SHPX	450547
119	85030000	SHPX	450548
119	85030000	SHPX	450549
119	85030000	SHPX	450550
119	85030000	SHPX	450551
119	85030000	SHPX	450552
1203	52300018	SHPX	450553
1203	52300018	SHPX	450554
1203	52300018	SHPX	450555
1203	52300018	SHPX	450556
1203	52300018	SHPX	450557
1608	59240026	SHPX	450558

Lessee Code	Contract	Reporting Mark	Car Number
1608	59240026	SHPX	450559
1608	59240026	SHPX	450560
1608	59240026	SHPX	450561
1608	59240026	SHPX	450562
1608	59240026	SHPX	450563
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1608	59240026	SHPX	450565
1608	59240026	SHPX	450566
1608	59240026	SHPX	450567
1608	59240026	SHPX	450568
1608	59240026	SHPX	450569
1608	59240026	SHPX	450570
1608	59240026	SHPX	450571
1608	59240026	SHPX	450572
1608	59240026	SHPX	450573
1608	59240026	SHPX	450574
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1608	59240026	SHPX	450576
1608	59240026	SHPX	450577
1608	59240026	SHPX	450578
1608	59240026	SHPX	450579
1608	59240026	SHPX	450580
1608	59240026	SHPX	450581
1608	59240026	SHPX	450582
1608	59240026	SHPX	450583
1608	59240026	SHPX	450584
1608	59240026	SHPX	450585
1608	59240026	SHPX	450586
1608	59240026	SHPX	450587
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1608	59240026	SHPX	450594
1608	59240026	SHPX	450595
1608	59240026	SHPX	450596
1791	84780002	SHPX	454491
1791	84780002	SHPX	454492
1791	84780002	SHPX	454493
1791	84780002	SHPX	454494
1791	84780002	SHPX	454495
1791	84780002	SHPX	454496
1791	84780002	SHPX	454497
1791	84780002	SHPX	454498
1791	84780002	SHPX	454499
1791	84780002	SHPX	454500
1791	84780002	SHPX	454501
1791	84780002	SHPX	454502
1791	84780002	SHPX	454503
1791	84780002	SHPX	454504
1791	84780002	SHPX	454505
1791	84780002	SHPX	454506
1791	84780002	SHPX	454507
1791	84780002	SHPX	454508
1791	84780002	SHPX	454509
1791	84780002	SHPX	454510
1791	84780002	SHPX	454511

Lessee Code	Contract	Reporting Mark	Car Number
1791	84780002	SHPX	454512
1791	84780002	SHPX	454513
1791	84780002	SHPX	454514
1791	84780002	SHPX	454515
1791	84780002	SHPX	454516
1791	84780002	SHPX	454517
1791	84780002	SHPX	454518
1791	84780002	SHPX	454519
1791	84780002	SHPX	454520
1791	84780002	SHPX	454521
1791	84780002	SHPX	454522
1791	84780002	SHPX	454523
1791	84780002	SHPX	454524
1791	84780002	SHPX	454525
1791	84780002	SHPX	454526
1791	84780002	SHPX	454527
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1791	84780002	SHPX	454533
1791	84780002	SHPX	454534
1791	84780002	SHPX	454535
1791	84780002	SHPX	454536
1446	85170000	SHPX	454537
1446	85170000	SHPX	454538
1446	85170000	SHPX	454539
1446	85170000	SHPX	454540
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1446	85170000	SHPX	454564
1446	85170000	SHPX	454565
1446	85170000	SHPX	454566
1482	85220000	SHPX	454567
1482	85220000	SHPX	454568
1482	85220000	SHPX	454569
1482	85220000	SHPX	454570

Lessee Code	Contract	Reporting Mark	Car Number
1482	85220000	SHPX	454571
1482	85220000	SHPX	454572
1482	85220000	SHPX	454573
1482	85220000	SHPX	454574
1482	85220000	SHPX	454575
1482	85220000	SHPX	454576
1482	85220000	SHPX	454577
1482	85220000	SHPX	454578
1482	85220000	SHPX	454579
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1482	85220000	SHPX	454584
1482	85220000	SHPX	454585
1482	85220000	SHPX	454586
1262	85270000	SHPX	454587
1262	85270000	SHPX	454588
1262	85270000	SHPX	454589
1262	85270000	SHPX	454590
1262	85270000	SHPX	454591
1262	85270000	SHPX	454592
1397	85400000	SHPX	454593
1397	85400000	SHPX	454594
1397	85400000	SHPX	454595
1397	85400000	SHPX	454596
1482	85220000	SHPX	454597
1482	85220000	SHPX	454598
1397	85400000	SHPX	454599
1397	85400000	SHPX	454600
1397	85400000	SHPX	454601
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1397	85400000	SHPX	454604
1397	85400000	SHPX	454605
1397	85400000	SHPX	454606
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230	86020000	SHPX	458861
230	86020000	SHPX	458862
230	86020000	SHPX	458863
230	86020000	SHPX	458864
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230	86020000	SHPX	458866
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230	86020000	SHPX	458875
230	86020000	SHPX	458876
230	86020000	SHPX	458877
230	86020000	SHPX	458878
230	86020000	SHPX	458879
230	86020000	SHPX	458880
230	86020000	SHPX	458881
230	86020000	SHPX	458882

<b>Lessee Code</b>	<b>Contract</b>	<b>Reporting Mark</b>	<b>Car Number</b>
230	86020000	SHPX	458883
230	86020000	SHPX	458884
230	86020000	SHPX	458885
230	86020000	SHPX	458886
230	86020000	SHPX	458887
230	86020000	SHPX	458888
230	86020000	SHPX	458889
230	86020000	SHPX	458890
230	86020000	SHPX	458891
230	86020000	SHPX	458892
230	86020000	SHPX	458893
230	86020000	SHPX	458894
230	86020000	SHPX	458895
230	86020000	SHPX	458896
230	86020000	SHPX	458897
230	86020000	SHPX	458898
230	86020000	SHPX	458899
230	86020000	SHPX	458900
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230	86020000	SHPX	458902
230	86020000	SHPX	458903
230	86020000	SHPX	458904
230	86020000	SHPX	458905
230	86020000	SHPX	458906
230	86020000	SHPX	458907
230	86020000	SHPX	458908
230	86020000	SHPX	458909
230	86020000	SHPX	458910
1815	85730001	SHPX	464591
1815	85730001	SHPX	464592
1815	85730001	SHPX	464593
1815	85730001	SHPX	464594
1815	85730001	SHPX	464595
1815	85730001	SHPX	464596
1815	85730001	SHPX	464597
1815	85730001	SHPX	464598
1815	85730001	SHPX	464599
1815	85730001	SHPX	464600
1815	85730001	SHPX	464601
1815	85730001	SHPX	464602
1815	85730001	SHPX	464603
1815	85730001	SHPX	464604
1815	85730001	SHPX	464605

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Total Number of Railcars: 869

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**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/8/08

  
\_\_\_\_\_  
Robert W. Alvord